

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

JAMES HAYS, Derivatively on Behalf of)
QUALCOMM INCORPORATED,)

Plaintiff,)

v.)

PAUL E. JACOBS, BARBARA T.)
ALEXANDER, DONALD G.)
CRUICKSHANK, RAYMOND V.)
DITTAMORE, SUSAN HOCKFIELD,)
THOMAS W. HORTON, SHERRY)
LANSING, HARISH MANWANI, STEVE)
MOLLENKOPF, DUANE A. NELLES,)
CLARK T. RANDT, JR., FRANCISCO ROS,)
JONATHAN J. RUBINSTEIN, GEN. BRENT)
SCOWCROFT, WILLIAM E. KEITEL,)
GEORGE S. DAVIS, MARC I. STERN and)
ANTHONY J. VINCIQUERRA,)

Defendants,)

– and –)

QUALCOMM INCORPORATED,)

Nominal Defendant.)

No. 1:17-cv-00603-SRF

**JOINT STIPULATION OF VOLUNTARY DISMISSAL AND [PROPOSED]
ORDER**

Pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil

Procedure, plaintiff James Hays (“Plaintiff”), nominal defendant Qualcomm Incorporated (“Qualcomm”), and individual defendants Paul E. Jacobs, Barbara T. Alexander, Donald G. Cruickshank, Raymond V. Dittamore, Susan Hockfield, Thomas W. Horton, Sherry Lansing, Harish Manwani, Steve Mollenkopf, Duane A. Nelles, Clark T. Randt, Jr., Francisco Ros, Jonathan J. Rubinstein, Gen. Brent Scowcroft, William E. Keitel, George

S. Davis, Marc I. Stern, and Anthony J. Vinciguerra (collectively, “Defendants”), by and through their counsel, hereby stipulate to the voluntary dismissal of the above-captioned action with prejudice as to Plaintiff and without prejudice as to all other Qualcomm shareholders. The parties state as follows:

WHEREAS Plaintiff filed his Verified Amended Shareholder Derivative Complaint (“Amended Complaint”) on November 13, 2017 (Dkt. #34);

WHEREAS Defendants’ Motion to Dismiss the Amended Complaint or, in the Alternative, Stay Certain Claims (“Motion”) was fully briefed on January 12, 2018 (Dkt. #35);

WHEREAS Plaintiff now seeks to voluntarily dismiss this Action with prejudice as to himself and without prejudice as to all other Qualcomm shareholders, and Defendants do not oppose such dismissal;

WHEREAS, Rule 23.1(c) of the Federal Rules of Civil Procedure provides that “[a] derivative action may be . . . voluntarily dismissed . . . only with the court’s approval”, and that “[n]otice of a . . . voluntary dismissal . . . must be given to shareholders or members in the manner that the court orders”;

WHEREAS, the parties propose that notice of this voluntary dismissal shall be provided to shareholders in Qualcomm’s forthcoming Form 10-Q to be filed with the U.S. Securities and Exchange Commission (“SEC”);

WHEREAS, the proposed shareholder notice shall provide substantially as follows:

“Hays v. Jacobs, et. al.”: On May 24, 2017, plaintiff filed a complaint in the United States District Court for the District of Delaware asserting derivative claims on behalf of the Company against certain of the Company’s current

and former directors and officers. On November 13, 2017, plaintiff filed an amended derivative complaint alleging that certain current and former directors and officers (i) breached their fiduciary duties by failing to oversee the Company's operations, (ii) breached their fiduciary duties and Section 14(a) of the Securities Exchange Act of 1934, as amended, by making false and misleading statements regarding the Company's business outlook, business practices and product development between November 6, 2013 and January 21, 2016, and (iii) were unjustly enriched as a result of the foregoing conduct. The amended complaint sought unspecified damages, interest, attorneys' fees and other costs. Defendants filed a Motion to Dismiss the amended complaint, which was scheduled for hearing by the Court on March 14, 2018. The Company and Defendants believe that the plaintiff's claims are without merit. The parties filed a Joint Stipulation for Voluntary Dismissal and Proposed Order, which the Court granted on [[DATE]].";

WHEREAS, the proposed shareholder notice satisfies the requirements of Rule 23.1 and adequately protects the interests of Qualcomm and its shareholders for the following reasons: (i) Plaintiff seeks dismissal with prejudice as to himself only and without prejudice as to all other Qualcomm shareholders; (ii) there has been no settlement or compromise; (iii) there has been no collusion among the parties; (iv) neither Plaintiff nor its counsel has received or will receive any consideration from Defendants for the dismissal; (v) courts routinely permit voluntary dismissal under these circumstances, *see, e.g., Plumbers and Pipefitters Local Union No. 630 Pension-Annuity Tr. Fund v. Fontaine*, No. 3:09-cv-04963, 2013 WL 8604586 (N.D. Cal. Dec. 19, 2013) (Dkt. #48; granted at Dkt. #49) (approving joint stipulation of voluntary dismissal where dismissal "will be reported in the Company's Securities and Exchange Commission filings"); *Iron Workers Local No. 25 Pension Fund v. Bogart*, No. 11-cv-04604, 2012 WL 3837771 (N.D. Cal. July 12, 2012) (Dkt. #57; granted at Dkt. #58) (same); *Himmel v. Cutler*, No. 1:11-cv-02516, 2011 WL 7640652 (N.D. Oh. Jan. 3, 2012) (Dkt. #16; granted

at Dkt. #17) (approving dismissal even without notice where dismissal was with prejudice to named plaintiff only).

RELIEF ORDERED

NOW THEREFORE, the parties stipulate and agree, as follows:

1. The Action is dismissed with prejudice as to Plaintiff and without prejudice as to all other Qualcomm shareholders;
2. Notice of this Joint Stipulation of Voluntary Dismissal and Proposed Order shall be included in Qualcomm's forthcoming Form 10-Q to be filed with the SEC; and
3. Each party shall bear their own costs and fees.

Dated: March 8, 2018

/s/ Brian D. Long

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Defendant Qualcomm Incorporated*

Attorneys for Plaintiff James Hays

IT IS SO ORDERED.

DATED

THE HONORABLE SHERRY R. FALLON
UNITED STATES MAGISTRATE JUDGE